

Deborah M. Perry  
Texas Bar No. 24002755  
**MUNSCH HARDT KOPF & HARR, P.C.**  
3800 Lincoln Plaza  
500 North Akard Street  
Dallas, Texas 75201-6659  
Telephone: (214) 855-7500  
Facsimile: (214) 855-7584  
Email: [dperry@munsch.com](mailto:dperry@munsch.com)

*Attorneys for JLL Consultants, Inc.,  
Trustee of the Oceanaire Creditors Trust*

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION

In re:	§ Chapter 11
	§
THE OCEANAIRE TEXAS RESTAURANT	§ Case No. 09-34262-bjh-11
COMPANY, L.P., <i>et al.</i> , <sup>1</sup>	§ Jointly Administered
Debtors.	§
	§

**CREDITOR TRUSTEE'S MOTION TO APPROVE COMPROMISE AND  
SETTLEMENT WITH ST. JAMES ASSOCIATES JOINT VENTURE**

TO THE HONORABLE BARBARA J. HOUSER, CHIEF U.S. BANKRUPTCY JUDGE:

**NO HEARING WILL BE CONDUCTED HEREON UNLESS A WRITTEN  
RESPONSE IS FILED WITH THE CLERK OF THE UNITED STATES  
BANKRUPTCY COURT AT 1100 COMMERCE STREET, ROOM 12A24,  
DALLAS, TEXAS 75242, BEFORE THE CLOSE OF BUSINESS ON  
JANUARY 13, 2012, WHICH IS TWENTY-FOUR (24) DAYS FROM THE  
DATE OF SERVICE HEREOF.**

**ANY RESPONSE SHALL BE IN WRITING AND FILED WITH THE  
CLERK, AND A COPY SHALL BE SERVED UPON COUNSEL FOR THE  
MOVING PARTY PRIOR TO THE DATE AND TIME SET FORTH  
HEREIN. IF A RESPONSE IS FILED A HEARING MAY BE HELD  
WITH NOTICE ONLY TO THE OBJECTING PARTY**

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<sup>1</sup> The other Debtors in these cases include The Oceanaire Restaurant Company, Inc., The Oceanaire, Inc., The Oceanaire Investment Company, Inc., The Oceanaire Minneapolis Restaurant Company, LLC, and The Oceanaire Texas Beverage Company, Inc. (collectively, and with The Oceanaire Texas Restaurant Company, L.P., referred to as the "Debtors").

**IF NO HEARING ON SUCH NOTICE OR MOTION IS TIMELY REQUESTED, THE RELIEF REQUESTED SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT OR THE NOTICED ACTION MAY BE TAKEN.**

COMES NOW JLL Consultants, Inc. (the “Trustee”), the duly-appointed trustee of the Oceanaire Creditors Trust (the “Trust”) under the confirmed *First Amended Joint Plan of Reorganization Proposed by Debtors and Official Committee of Unsecured Creditors Under Chapter 11 of the United States Bankruptcy Code* [Docket No. 540] (the “Plan”), and files its *Motion to Approve Compromise and Settlement with St. James Associates Joint Venture* (the “Motion”) pursuant to 11 U.S.C. § 105 and Fed. R. Bankr. P. 9019. In support of the Motion, the Trustee respectfully submits as follows:

**I. JURISDICTION AND VENUE**

1. The Court has jurisdiction over the Bankruptcy Case and this Motion pursuant to 28 U.S.C. §§ 157 and 1334 and Article X of the Plan. The Motion constitutes a core matter pursuant to 28 U.S.C. § 157(b)(2). Venue of the Motion in this District is proper pursuant to 28 U.S.C. § 1409.

2. The statutory bases for the relief requested herein are section 105 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 9019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

**II. BACKGROUND**

**A. Procedural Background of the Bankruptcy Cases**

3. On July 5, 2009 (the “Petition Date”), The Oceanaire Texas Restaurant Company, L.P. and its affiliated debtors (collectively, the “Debtors”) filed their respective voluntary petitions for relief under Chapter 11 of the Bankruptcy Code, thereby commencing the above-captioned bankruptcy cases (the “Bankruptcy Cases”).

4. On July 15, 2009, the Court entered an order [Docket No. 60] setting October 9, 2009 (the “Bar Date”) as the bar date for all non-governmental creditors to file a proof of claim against the Debtors. On the following day, The Garden City Group, Inc. (“Garden City”), as the Debtors’ duly-appointed claims, noticing, and balloting agent, served the court-approved *Notice of Chapter 11 Bankruptcy Case, Meeting of Creditors, & Deadlines*<sup>2</sup> on all known parties with a potential claim against or interest in the Debtors as well as all parties who had filed a notice of appearance by the end of the day on July 16, 2009.<sup>3</sup>

5. On March 16, 2010, the Debtors and Official Committee of Unsecured Creditors filed the Plan. This Court entered an order [Docket No. 646] on April 29, 2010 confirming the Plan. On April 30, 2010 (the “Effective Date”), the Plan became effective according to its terms. In accordance with the Plan and the Confirmation Order, on the Effective Date, the Trust was established and the Trustee was appointed as the initial trustee of the Trust. The Plan provides the Trust and the Trustee with standing to review and object to claims which are not valid claims entitled to distribution from the Trust corpus.

## B. The Lease

6. Prior to the Petition Date, The Oceanaire Restaurant Company, Inc. (“ORC”), and St. James Associates Joint Venture (“St. James”) entered into that certain Lease Agreement dated as of December 7, 2004 (the “Lease”). The Lease was for certain real property located at 200 West Washington Square (the “Premises”).

7. On the Petition Date, the Debtors filed their *Motion for an Order Rejecting Certain Real Estate Leases* [Docket No. 18] (the “Lease Rejection Motion”). Through the Lease Rejection Motion, the Debtors sought to reject the Lease, among other leases, effective as of July

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<sup>2</sup> This notice also listed the bar date for governmental units of November 9, 2009 (the “Governmental Bar Date”).

<sup>3</sup> Exhibits 1-11 of Garden City’s certificate of service [Docket No. 70] comprise the complete list of all parties who were served with the *Notice of Chapter 11 Bankruptcy Case, Meeting of Creditors, & Deadlines* on July 16, 2009.

6, 2009. On July 27, 2009, the Court entered its order [Docket No. 102] rejecting the Lease as of July 6, 2009.

**C. The St. James Claims**

8. On or about October 9, 2009, St. James filed a proof of claim in the Bankruptcy Case, Claim No. 469 ("Claim No. 469"), asserting an administrative expense claim in the amount of \$106,670.77 related to the Lease. On or about October 9, 2009, St. James filed a proof of claim in the Bankruptcy Case, Claim No. 471 ("Claim No. 471") asserting an administrative expense claim in the amount of \$106,670.77 related to the Lease.

9. On or about October 9, 2009, St. James filed a proof of claim in the Bankruptcy Case, Claim No. 470 ("Claim No. 470"), asserting a general unsecured claim in the amount of \$527,898.12 related to the Lease. On or about October 9, 2009, St. James filed a proof of claim in the Bankruptcy Case, Claim No. 472 ("Claim No. 472") asserting a general unsecured claim in the amount of \$527,898.12 related to the Lease. Claim Nos. 469, 470, 471 and 472 are referred to collectively herein as the "St. James Claims."

10. The Trustee's professionals extensively reviewed and analyzed the St. James Claims which raised certain complex issues and engaged in negotiations with St. James' counsel regarding the St. James Claims. As a result, the parties have reached the proposed settlement on which the Trustee is seeking approval by and through this Motion.

**III. THE PROPOSED SETTLEMENT**

11. After engaging in negotiations regarding the St. James Claims the Trustee proposes that St. James be allowed one general unsecured claim in the amount of \$390,000.00 and one administrative expense claim in the amount of \$40,000.00 with all other claims to be disallowed. The terms of the settlement are memorialized in a Stipulation executed by the parties and attached hereto as Exhibit A (the "Stipulation").

**IV. REQUEST FOR RELIEF AND AUTHORITIES**

12. The Trustee hereby requests entry of an order approving its settlement with St. James, as outlined above and more particularly detailed in the Stipulation, and authorizing the Trustee to take any and all necessary and appropriate actions in consummation thereof. The Trustee makes such request pursuant to Sections 105(a) of the Bankruptcy Code and Rule 9019 of the Federal Rules of Bankruptcy Procedure. *See* 11 U.S.C. §§ 105(a); Fed. R. Bankr. P. 9019.

13. Bankruptcy Rule 9019 provides that “[o]n motion by the trustee and after notice and a hearing, the court may approve a compromise or settlement.” Fed. R. Bankr. P. 9019(a). The rule is silent, however, with respect to the standards to be applied when considering such approval. Accordingly, the Fifth Circuit has established the following factors to consider in determining whether to approve a settlement:

- (a) The probability of success in the litigation, with due consideration for the uncertainty in fact and law;
- (b) The complexity and duration of the litigation and any attendant expense, inconvenience and delay; and
- (c) All other factors bearing on the wisdom of the compromise.

*See Official Comm. of Unsecured Creditors v. Cajun Elec. Power Coop. Inc. (In re Cajun Elec. Power Coop. Inc.),* 119 F.3d 349, 356 (5<sup>th</sup> Cir. 1997); *Rivercity v. Herpel (In re Jackson Brewing Co.)*, 624 F.2d 559, 602 (5<sup>th</sup> Cir. 1980). In considering “all other factors bearing on the wisdom of the compromise,” the Fifth Circuit has further explained that the Court should consider the best interests of the creditors, with proper deference to their reasonable views, and consider the extent to which the settlement is truly the product of arms-length bargaining, and not of fraud or collusion. *Cajun Elec.*, 119 F.3d at 356.

14. Having taken into account all of the foregoing standards, and based upon the facts and circumstances at issue as outlined above, the Trustee, in the exercise of its sound business judgment, has determined that approval of the Settlement Agreement is in the best interests of the beneficiaries of the Trust for the following reasons:

- First, the settlement will result in (i) the reduction of St. James' asserted general unsecured claim by approximately \$150,000.00, and (ii) the reduction of St. James' asserted administrative claim by approximately \$65,000.00.
- Second, while the Trustee might be able to reduce the St. James Claims further if the matter was tried, St. James might receive higher claims.
- Third, the settlement will also eliminate expense and the potential for delay.
- Fourth, the settlement is the product of protracted, arms-length negotiations between the parties.

15. For the foregoing reasons, the Trustee submits that approval of the settlement is warranted and in the best interests of the beneficiaries of the Trust.

**V. CONCLUSION**

WHEREFORE, PREMISES CONSIDERED, the Trustee respectfully requests entry of an order: (i) approving the settlement with St. James under the terms of the Stipulation; (ii) disallowing and expunging Claim No. 469 and Claim No. 470; (iii) allowing Claim No. 472 as a general unsecured claim in the amount of \$390,000.00; (iv) disallowing Claim No. 472 to the extent it exceeds \$390,000.00; (v) allowing Claim No. 471 as an administrative expense claim in the amount of \$40,000.00; (vi) disallowing Claim No. 471 to the extent it exceeds \$40,000.00; (vii) authorizing the Trustee to take any and all actions required and deemed necessary to consummate the settlement; and (viii) granting such other and further relief to which the Trustee may be entitled at law or in equity.

Dated: December 20, 2011

**MUNSCH HARDT KOPF & HARR, P.C.**

By: /s/ Deborah M. Perry  
Deborah M. Perry  
Texas Bar No. 24002755  
3800 Lincoln Plaza  
500 North Akard Street  
Dallas, Texas 75201-6659  
Telephone: (214) 855-7500  
Facsimile: (214) 855-7584  
[dperry@munsch.com](mailto:dperry@munsch.com)

*Attorneys for JLL Consultants, Inc.,  
Trustee of the Oceanaire Creditors Trust*

**CERTIFICATE OF SERVICE**

The undersigned certifies that, on this 20th day of December, 2011, she caused the forgoing to be served on all parties entitled to ecf notification in the Bankruptcy Case, on the following party via first class U.S. mail, postage prepaid, and on the parties to the attached service list by first class U.S. mail, postage prepaid:

St. James Associates Joint Venture:

David L. Pollack  
Ballard Spahr, LLP  
1735 Market Street, 51<sup>st</sup> Floor  
Philadelphia, PA 19103

/s/ Deborah M. Perry  
Deborah M. Perry

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Deborah M. Perry  
Texas Bar No. 24002755  
MUNSCHE HARDT KOPF & HARR, P.C.  
3800 Lincoln Plaza  
500 North Akard Street  
Dallas, Texas 75201-6659  
Telephone: (214) 855-7500  
Facsimile: (214) 855-7584  
Email: dperry@munsch.com

*Attorneys for JLL Consultants, Inc., Trustee of The  
Oceanaire Creditors Trust*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

In re: § Chapter 11  
§  
THE OCEANAIRE TEXAS RESTAURANT § Case No. 09-34262-bjh -11  
COMPANY, L.P., *et al.*,<sup>1</sup> §  
§ Jointly Administered  
Debtors. §

**STIPULATION BETWEEN JLL CONSULTANTS, INC., TRUSTEE OF THE  
OCEANAIRE CREDITORS TRUST AND ST. JAMES ASSOCIATES JOINT VENTURE**

TO THE HONORABLE BARBARA J. HOUSER, CHIEF U.S. BANKRUPTCY JUDGE:

COME NOW, JLL Consultants, Inc. (the “Trustee”), Trustee of the Oceanaire Creditors Trust (the “Trust”) and St. James Associates Joint Venture (“St. James”) and file this Stipulation fully and finally resolving all claims of St. James in the Bankruptcy Case and would respectfully show the Court as follows:

**I. BACKGROUND**

1. Prior to the Petition Date, The Oceanaire Restaurant Company, Inc. (“ORC”), as tenant, entered into a Lease Agreement dated as of December 7, 2004 with St. James, as landlord, (the “Lease”) for certain real property located at 200 West Washington Square.

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<sup>1</sup> The other Debtors in these cases include The Oceanaire Restaurant Company, Inc., The Oceanaire, Inc., The Oceanaire Investment Company, Inc., The Oceanaire Minneapolis Restaurant Company, LLC, and The Oceanaire Texas Beverage Company, Inc.

2. On July 5, 2009 (the “Petition Date”), The Oceanaire Texas Restaurant Company, L.P., *et al.* (the “Debtors”) filed their respective petitions for relief under Chapter 11 of the U.S. Bankruptcy Code, 11 U.S.C. § 101, et seq. (the “Bankruptcy Code”), which are being jointly administered in this case (the “Bankruptcy Case”).

3. On July 21, 2009, the U.S. Trustee’s Office appointed the Official Committee of Unsecured Creditors (the “Committee”) to serve in the Bankruptcy Case.

4. On or about October 9, 2009, St. James filed a proof of claim in the Bankruptcy Case, Claim No. 469 (“Claim No. 469”), asserting an administrative expense claim in the amount of \$106,670.77 related to the Lease. On or about October 9, 2009, St. James filed a proof of claim in the Bankruptcy Case, Claim No. 471 (“Claim No. 471”) asserting an administrative expense claim in the amount of \$106,670.77 related to the Lease.

5. On or about October 9, 2009, St. James filed a proof of claim in the Bankruptcy Case, Claim No. 470 (“Claim No. 470”), asserting a general unsecured claim in the amount of \$527,898.12 related to the Lease. On or about October 9, 2009, St. James filed a proof of claim in the Bankruptcy Case, Claim No. 472 (“Claim No. 472”) asserting a general unsecured claim in the amount of \$527,898.12 related to the Lease.

6. On March 16, 2010, the Debtors and Committee filed their First Amended Joint Plan of Reorganization Proposed by the Debtors and Official Committee of Unsecured Creditors Under Chapter 11 of the United States Bankruptcy Code (the “Plan”). On April 29, 2010, the Court entered its order confirming the Plan.

7. On April 30, 2010, the Plan became effective according to its terms, the Trust was established and the Trustee was appointed the initial trustee of the Trust.

## II. JOINT STIPULATION

8. In full, final and complete resolution of all claims asserted by or which could have been asserted by St. James in the Bankruptcy Case, the Trustee and St. James hereby stipulate as follows:

9. Claim No. 469 and Claim No. 470 are withdrawn.

10. In full and final resolution of all claims asserted by or which could have been asserted by St. James in the Bankruptcy Case, including Claim Nos. 469, 470, 471 and 472; the Trustee and St. James stipulate and agree that St. James shall have one allowed general unsecured claim in the Bankruptcy Case in the amount of \$390,000.00 (the "Allowed General Unsecured Claim") and one allowed administrative expense claim of \$40,000.00 (the "Allowed Administrative Claim").

11. St. James represents to the Trustee that Claim Nos. 469, 470, 471 and 472 are the only claims St. James holds against the Debtors, their Estates and/or the Trust and that St. James has not assigned or transferred Claim Nos. 469, 470, 471 and/or 472 to any other person or entity.

12. On account of St. James' Allowed General Unsecured Claim of \$390,000.00, the Trust shall, within ten (10) business days of entry of an order approving this Stipulation, tender a payment, by regular U.S. mail, equal to the amount St. James would have received as an Initial Distribution on the Initial Distribution Date (as those terms are defined by the Plan and documents incorporated therein). On account of St. James' Allowed Administrative Claim, the Trust shall, within ten (10) business days of entry of an order approving this Stipulation, tender the \$40,000.00 payment, by regular U.S. mail to St. James. All other claims of St. James in the Bankruptcy Case are disallowed.

So STIPULATED as of the 15th day of December, 2011.

**MUNSCH HARDT KOPF & HARR, P.C.**

3800 Lincoln Plaza  
500 N. Akard Street  
Dallas, Texas 75201-6659  
Telephone: (214) 855-7500  
Facsimile: (214) 978-4365  
Email: dperry@munsch.com

By: /s/ Deborah M. Perry  
Deborah M. Perry  
Texas Bar No. 24002755

**ATTORNEYS FOR JLL CONSULTANTS,  
INC. TRUSTEE OF THE OCEANAIRE  
CREDITORS TRUST**

**BALLARD SPAHR, LLP**  
1735 Market Street, 51<sup>st</sup> Floor  
Philadelphia, PA 19103  
Telephone: (215) 864-8325  
Facsimile: (215) 864-9473  
Email: Pollack@ballardspahr.com

By:/s/ David L. Pollack (by permission DMP)  
David L. Pollack  
admitted *pro hac vice*

**ATTORNEYS FOR ST. JAMES  
ASSOCIATES JOINT VENTURE**

MHDocs 3574123\_1 11613.1

ADELE R SIMON-EHLIN  
68 SUFFOLK WAY  
MARLBORO NJ 07746

ADVANCE REALTY, INC.  
850 DECATUR AVENUE NORTH  
C/O JAMIE HEILICHER  
GOLDEN VALLEY MN 55427

AGIO SBK PARTNERS  
JACK HELMS  
225 SOUTH SIXTH, 46TH FLOOR  
MINNEAPOLIS MN 55402

ALAN R. GEIWITZ  
8000 NORMAN CENTER DR STE 1170  
MINNEAPOLIS MN 55437-9803

ALEX W. BOOSALIS  
5116 WEST 40TH STREET  
ST. LOUIS PARK MN 55416

ALLAN HICKOK  
2510 VIA CAMPESINA  
PALOS VERDES ESTATES CA 90274-1322

ALLEN H. HOLLOWAY AND SUE C.  
HOLLOWAY AS JOINT TENANTS WITH RIGHT  
OF SURVIVORSHIP  
11907 WESTWOOD LANE  
HIGHLAND IL 62249-3863

ALLEN M. WOLF AND ANNE R. WOLF AS  
JOINT TENANTS WITH RIGHT OF  
SURVIVORSHIP  
1441 ASPEN WAY  
MINNETONKA MN 55305

ALLEN SHOFE AND GRETCHEN WARD AS  
JOINT TENANTS WITH RIGHT OF  
SURVIVORSHIP  
47770 BLOCKHOUSE POINT PLACE  
STERLING VA 20165

ANDREW H. STILLMAN  
14409 ORCHARD ROAD  
MINNETONKA MN 55345

ANDREW KAROS  
388 BEALE STREET #1312  
SAN FRANCISCO CA 94105

ANTHONY R. BARAGA  
12910 N. BAY TRAIL  
SIDE LAKE MN 55781

APEX CAPITAL PARTNERS LLP  
60 S 6TH ST STE 2540  
MINNEAPOLIS MN 55402-4425

ARDELLE F. NICOLOFF  
106 GROVELAND TERRACE  
MINNEAPOLIS MN 55403

BARTON HAYS  
5109 10TH AVENUE SOUTH  
MINNEAPOLIS MN 55417

BEAR STEARNS SEC CORP  
CUST FBO BABU AHARAM IRA  
604 RIVER STREET  
MINNEAPOLIS MN 55401-2576

BEAR STEARNS SEC CORP  
CUST FBO GARY DACHIS IRA  
19600 CEDARHURST STREET  
WAYZATA MN 55391

BEAR STEARNS SEC CORP  
CUST FBO LARRY C BARENBAUM IRA  
11020 1ST AVE N  
MINNEAPOLIS MN 55441

BEAR STEARNS SECURITIES CORPORATION  
CUST FBO ADELE R. SIMON-EHLIN IRA  
68 SUFFOLK WAY  
MARLBORO NJ 07746

BEAR STEARNS SECURITIES  
CORPORATION  
CUST FBO JAMES T. HYNES IRA  
1681 HIGHLAND PARKWAY  
ST. PAUL MN 55116-2104

BEAR STEARNS SECURITIES CORPORATION  
CUST FBO LARRY L. YARGER IRA  
6728 SMITHTOWN ROAD  
EXCELSIOR MN 55331

BEAR STEARNS SECURITIES CORPORATION  
CUST FBO MARK PIPKORN ROTH IRA  
3450 35TH AVENUE SOUTH  
MINNEAPOLIS MN 55406

BEAR STEARNS SECURITIES  
CORPORATION  
CUST FBO RICHARD T. DROGUE IRA  
13451 GARDEN VIEW DRIVE  
APPLE VALLEY MN 55124

BEAR STEARNS SECURITIES CORPORATION  
CUST FBO DANIEL R. CHRISTL IRA  
3264 N. CAMBRIDGE AVE.  
MILWAUKEE WI 53211

BENJAMIN H. RUBIN  
2435 EMERALD TRAIL  
MINNETONKA MN 55305

BEVERLY ANN MORRIS  
2510 CASCO POINT ROAD  
WAYZATA MN 55391-9721

BRADLEY A. HOYT  
10400 YELLOW CIRCLE DR STE 500  
HOPKINS MN 55343-9229

BRADLEY E. BAKKEN  
2525 THOROUGHBRED LANE  
ORONO MN 55356

BRADLEY J. BUSCHER AS TRUSTEE OF THE  
REVOCABLE TRUST OF BRADLEY BUSCHER  
U/A DEFECTED FEBRUARY 6, 1996  
302 NORTH RIVERFRONT  
MANKATO MN 56001

BRUCE J. COOPERMAN  
8834 7TH AVE N  
MINNEAPOLIS MN 55427

BRUCE L. RICHMAN  
11739 VILLAGE ARBOR STREET  
LAS VEGAS NV 89123

CAROL PUTZEL LISTER  
4 MAYFAIR RD  
SAINT LOUIS MO 63124-1663

CHARLES RICH  
88 N. MISSISSIPPI RIVER BL  
ST. PAUL MN 55104

CLARION OPERATING LLC  
MR. ERIC KOGAN  
10 EAST 59TH STREET  
NEW YORK NY 10022

CRAIG P. MUELLER  
39 LOCUST ST.  
MAHTOMEDI MN 55115

DANIEL HEILICHER AS TRUSTEE OF THE  
DANIEL HEILICHER REVOCABLE TRUST U/A  
DATED NOV 21, 1994  
850 DECATUR AVENUE NORTH  
C/O JAMIE HEILICHER  
GOLDEN VALLEY MN 55427

DANIEL J. HOPKINS  
10186 222ND STREET E.  
LAKEVILLE MN 55044

DANIEL L. KREYE  
6988 KENMARE DRIVE  
BLOOMINGTON MN 55438

DANIEL M. ARONOVSKY  
108 HOWARD DRIVE  
TIBURON CA 94920

DAVID GOLUB CENTRE PARTNERS  
MANAGEMENT LLC  
30 ROCKEFELLER PLAZA, SUITE 5050  
NEW YORK NY 10020

DAVID L. ROGERS  
2208 HUNTINGTON POINT ROAD EAST  
WAYZATA MN 55391

DEAN CONSTANTINE  
3620 INDEPENDENCE AVENUE SOUTH #53  
ST. LOUIS PARK MN 55426

DEAN E. SHAW AND MARY ORMAN OR  
SUCCESSORS AS TRUSTEE OF THE E.A.H.  
TRUST DATED SEPTEMBER 11, 2007, AS IT  
MAY BE AMENDED AND/OR RESTATED  
5855 NORTH CHRISTIANA AVENUE  
CHICAGO IL 60659

DENNY HECKER  
500 FORD ROAD  
MINNEAPOLIS MN 55426

DON HAYS TTEE, LINDA HAYS TTEE DON W  
HAYS REVOCABLE TRUST U/A DTD 1/2/98  
2020 REDWOOD HILL ROAD  
SANTA ROSA CA 95404

DON HAYS TTEE, LINDA HAYS TTEE  
LINDA HAYS REVOCABLE TRUST U/A DTD  
1/2/98  
2020 REDWOOD HILL ROAD  
SANTA ROSA CA 95404

DON W. HAYS  
2020 REDWOOD HILL RD.  
SANTA ROSA CA 95404

DR. KARL FOSTER-SMITH AND DR.  
BRONAGH P. MURPHY, AS JOINT TENANTS  
WITH RIGHT OF SURVIVORSHIP  
5025 KELSEY TERRACE  
EDINA MN 55436

EDWARD C ZEPF AND LOIS J ZEPF,  
TRUSTEES  
5035 TAFT PLACE  
CINCINNATI OH 45243

EDWARD J. PASTER  
2227 UNIVERSITY AVENUE  
ST. PAUL MN 55114

EDWARD S. ADAMS  
2010 W. 49TH ST  
MINNEAPOLIS MN 55419

ERIC D. KOGAN  
33 EAST 70TH ST, APT 7-E  
NEW YORK NY 10021

ERIC ERICKSON AND PEGGY POORE AS  
JOINT TENANTS WITH RIGHT OF  
SURVIVORSHIP  
136 W. MINAHABA PARKWAY  
MINNEAPOLIS MN 55419

F&G INVESTORS  
P.O. BOX 129  
ATTN: NEIL FEINBERG  
NEWPORT MN 55055

FAMILY INVESTMENT GROUP - OCEANAIRE,  
LLC  
ATTN: JOHN THOMAS  
901 MARQUETTE AVENUE, SUITE 2730  
MINNEAPOLIS MN 55402

FAY GALLUS  
4296 SAVANNAH TRAIL  
SANTA ROSA CA 95404

GARY E. ZYWOTKO  
3307 ST. PAUL AVENUE  
MINNEAPOLIS MN 55416

GARY S. KOHLER  
11554 CEDAR PASS  
MINNETONKA MN 55305

GARY ZYWOTKO  
3307 ST. PAUL AVENUE  
MINNEAPOLIS MN 55416

GLENN C. MASSEY  
6008 VIEW LANE  
EDINA MN 55436

GLENN MASSEY AND DIANA MASSEY,  
TRUSTEES  
6008 VIEW LANE  
EDINA MN 55436

GREG GADEL  
574 PRAIRIE CENTER DRIVE, SUITE 13-271  
EDEN PRAIRIE MN 55344

GREGORY C. WILKES AND SUSAN J. WILKES  
AS JOINT TENANTS WITH RIGHT OF  
SURVIVORSHIP  
1034 WHITEHALL COVE  
ANNAPOLIS MD 21401

GREGORY M. DAVIS  
301 CARLSON PARKWAY SUITE 300  
MINNEAPOLIS MN 55305

GUS W. BOOSALIS  
102 MOUNT TIBURON ROAD  
TIBURON CA 94920

HARLAN A. JACOBSON AND SUSAN M.  
DUNBAR AS JOINT TENANTS WITH RIGHT  
OF SURVIVORSHIP  
11576 3RD ST.  
BECKER MN 55308

HAROLD L HECHT  
42204 PANORAMA PLACE  
LUCKETTS VA 20176

HAROLD TRESTMAN AND MARILYN  
TRESTMAN AS JOINT TENANTS WITH RIGHT  
OF SURVIVORSHIP  
2805 REGENT AVENUE NORTH  
MINNEAPOLIS MN 55422

HERREN DRUG INC.  
RRI BOX 333  
KAMPSVILLE IL 62053

HOWARD A. PASTER  
301 WILSHIRE WALK  
HOPKINS MN 55305

HOWARD KURETSKY  
315 7TH AVENUE NORTH  
MINNEAPOLIS MN 55401

JACK L. CHESTNUT  
11478 KEYSTONE COURT  
MINNETONKA MN 55305

JAMES C. DROGUE AND MARCIA A. DROGUE  
AS JOINT TENANTS WITH RIGHT OF  
SURVIVORSHIP  
1254 MCMAHON DRIVE  
SUN PRAIRIE WI 53590

JAMES DUVAL  
10825 FALLING WATER LANE UNIT D  
WOODBURY MN 55129

JAMES M. CURRY  
3700 OAKDALE AVENUE NORTH  
ROBBINSDALE MN 55422

JAMES STETLER AND CHRISTINE STETLER  
AS JOINT TENANTS WITH RIGHT OF  
SURVIVORSHIP  
3740 YELLOWSTONE LANE  
PLYMOUTH MN 55446

JAMES VOSE NADER KAZEMINY  
US BANK, AS TRUSTEES  
ATTN: MICHAEL DAVIES  
8500 NORMANDALE LAKE BLVD STE 600  
MINNEAPOLIS MN 55437-3819

JAMES VOSE NADER KAZEMINY  
US BANK, AS TRUSTEES  
ATTN: MICHAEL DAVIES  
8500 NORMANDALE LAKE BLVD STE 6K00  
MINNEAPOLIS MN 55437-3819

JANICE A. JUKES  
PO BOX 1337  
MCPHERSON KS 67460-1337

JEFFREY B. MIRVISS  
15505 51ST STREET N.  
PLYMOUTH MN 55446

JEFFREY NODDLE  
4833 HIGBURY LANE  
MINNETONKA MN 55345

JEREMY WALDMAN AND JUDITH BELZER AS  
JOINT TENANTS WITH RIGHT OF  
SURVIVORSHIP  
3601 OAKTON RIDGE  
MINNETONKA MN 55305

JILL ZIPKIN  
2876 BRECKENRIDGE ROAD  
MINNETONKA MN 55305

JMNB INVESTMENT GROUP, LLC  
3120 25TH ST. SOUTH #388  
FARGO ND 58103

JOANNE ROBERTS AND PHILIP ROBERTS  
TRUSTEES  
5000 FRANCE AVENUE SOUTH #46  
EDINA MN 55410

JOEL N. WALLER  
1201 YALE PLACE #1306  
MINNEAPOLIS MN 55403

JOHN B. GOODMAN  
1107 HAZELTINE BLVD. #200  
CHASKA MN 55436

JOHN MILNE AND DEBRA ANDERSON AS  
JOINT TENANTS WITH RIGHT OF  
SURVIVORSHIP  
409 G STREET SE  
WASHINGTON DC 20003

MICHAEL J. PANKOW/JACQUELYN KILMER  
BROWNSTEIN HYATT FARBER SCHRECK  
LLP  
410 SEVENTEENTH STREET SUITE 2200  
DENVER CO 80202

VKO ENTERPRISES, INC. AND ROBERT O.  
NAEGELE, JR. REVOCABLE TRUST  
C/O STEPHEN C. STAPLETON  
DYKEMA GOSSETT, PLLC  
1717 MAIN STREET, SUITE 4000  
DALLAS, TX 75201

JOHN O. SCHUMANN AND ALICE M.  
SCHUMANN AS JOINT TENANTS WITH RIGHT  
OF SURVIVORSHIP  
RRI BOX 121A  
KAMPSVILLE IL 62053

JOHN ROGERS PATCH AND HOLLI TESS  
PATCH AS JOINT TENANTS WITH RIGHT OF  
SURVIVORSHIP  
3071 LAKE SHORE BLVD.  
MINNETONKA MN 55391

JON HAAS  
21 SUNSET RD  
DARIEN CT 06820

JONATHAN KAGAN  
LAZARD FRERES & CO., LLC  
30 ROCKEFELLER PLAZA, 48TH FLOOR  
NEW YORK NY 10020

JORY M. HERMAN  
618 WASHINGTON AVE N STE 202  
MINNEAPOLIS MN 55401-4108

JOSEPH M. STERN AND STEPHANIE STERN  
AS TRUSTEES OF THE STERN FAMILY  
TRUST U/A DATED DECEMBER 22, 1997  
660 N. LAS CASAS  
PACIFIC PALISADES CA 90272

JOSEPH MICATROTTO  
1625 PACIFIC TIDE PLACE  
LAS VEGAS NV 89144

JOSEPH NOVOGRATZ AND CHRISTOPHER  
NOVOGRATZ, AS JOINT TENANTS WITH  
RIGHT OF SURVIVORSHIP  
8301 AUDUBON RD  
CHANHASSEN MN 55317-9494

JOSEPH P. MICATROTTO  
1625 PACIFIC TIDE PLACE  
LAS VEGAS NV 89144

JOSEPH PENNINGTON  
7967 E 24TH AVENUE  
DENVER CO 80238

JUDY SWARTZ  
1890 SHELLEY COURT  
HIGHLAND PARK IL 60035

JULY PARTNERS LLP  
4200 IDS CENTER  
ATTN: R.J. HARTMAN  
MINNEAPOLIS MN 55402

JUSTIN HAYS  
P.O. BOX 776  
VICTOR ID 83455

KERI JONES AND SHERRI JAMES AS JOINT  
TENANTS WITH RIGHT OF SURVIVORSHIP  
1829 PINEHURST  
ST. PAUL MN 55116

KEVIN J. VOIGT AND CINDY G. VOIGT AS  
JOINT TENANTS WITH RIGHT OF  
SURVIVORSHIP  
59291 170TH STREET  
WELLS MN 56097

KIM S. BURMEISTER AND JOHN B.  
BURMEISTER, AS JOINT TENANTS WITH  
RIGHT OF SURVIVORSHIP  
810 EDGEMOOR DRIVE  
HOPKINS MN 55305

KURT BOWE AND KELLE BOWE AS JOINT  
TENANTS WITH RIGHT OF SURVIVORSHIP  
2815 CASCO POINT ROAD  
WAYZATA MN 55391

LARRY MEUERS  
411 VADNAIS LAKE DRIVE  
VADNAIS HEIGHTS MN 55127

LARRY R. MEUERS  
411 VADNAIS LAKE DRIVE  
VADNAIS HEIGHTS MN 55127

LAURENCE S. ZIPKIN  
660 HIGHWAY 100 SOUTH STE 528  
ST LOUIS PARK MN 55416-1534

LESTER POLLACK  
CENTRE PARTNERS MANAGEMENT LLC  
30 ROCKEFELLER PLAZA, SUITE 5050  
NEW YORK NY 10020

LISA S. MORSE  
26871 QUEVEDO LANE  
MISSION VIEJO CA 92691

LYNETTE JENSEN AND NEIL JENSEN AS  
JOINT TENANTS WITH RIGHT OF  
SURVIVORSHIP  
425 WASHINGTON AVE.  
HUTCHINSON MN 55350

MANNY VILLAFANA  
P.O. BOX 47946  
MINNEAPOLIS MN 55447

MANUEL A. VILLAFANA  
P.O. BOX 47946  
MINNEAPOLIS MN 55447

MARC A. UTAY  
860 PARK AVENUE, APT #8  
NEW YORK NY 10021

MARY C. LECHNER, M.D.  
8100 OAKMERE ROAD  
BLOOMINGTON MN 55435

MATT LANASA  
16589 KENNING RD  
EDEN PRAIRIE MN 55347

MATTHEW TOMMIE LANASA  
16589 KENNING ROAD  
EDEN PRAIRIE MN 55347

MAURICE HUDSON  
1300 NICOLLET MALL SUITE 2200  
MINNEAPOLIS MN 55403

MAURICE HUDSON  
6778 QUEENSLAND LANE N  
MAPLE GROVE MN 55311

MELISSA SCHMIDT  
5205 BIRCHCREST RD  
EDINA MN 55436

MICHAEL E. RODICH  
10525 31ST AVENUE NORTH  
PLYMOUTH MN 55441

MICHAEL GALINSON AND ROCHELLE  
GALINSON AS JOINT TENANTS WITH RIGHT  
OF SURVIVORSHIP  
4441 BRIARWOOD DRIVE  
MINNETONKA MN 55343

MICHAEL J. WIER  
701 XENIA AVENUE SUITE 120  
MINNEAPOLIS MN 55416

MICHAEL P. SWENSON AND ROBERT G.  
ROACH AS TENANTS-IN-COMMON  
2435 COUNTRYSIDE DRIVE  
ORONO MN 55356

MICHELLE MARIE MERCER AND ALLISON  
ROBERT MERCER AS JOINT TENANTS  
1300 NICOLLET MALL SUITE 3047  
MINNEAPOLIS MN 55403

MIHAJLOV FAMILY LIMITED PARTNERSHIP II  
ATTN: PETER J. MIHAJLOV  
5032 FRANCE AVENUE S.  
EDINA MN 55410

MORRIS GOLDFARB AND ARLENE GOLDFAR  
AS JOINT TENANTS WITH RIGHT OF  
SURVIVORSHIP  
512 SEVENTH AVENUE 35TH FLOOR  
NEW YORK NY 10018

MR. NEILL J. O'NEILL AS TRUSTEE OF THE  
NEILL J. O'NEILL BS PROFIT SHARING PLAN  
DTD 10/9/02  
149 MONTROSE PLACE  
ST. PAUL MN 55104

MURRAY HUNEKE AS TRUSTEE OF THE  
HUNEKE FAMILY TRUST U/A DATED  
OCTOBER 23, 1997  
131 PINTA CT.  
LOS GATOS CA 95030

NAIDITCH FAMILY LTD. PARTNERSHIP  
2088 TENNYSON LANE  
ATTN: ERNEST NAIDITCH  
HIGHLAND PARK IL 60035

NANCY BIGOS AS CUSTODIAN FOR BEREK  
BIGOS UNDER THE MINNESOTA UNIFORM  
TRANSFER TO MINORS ACT  
ATTN: TED BIGOS  
8325 WAYZATA BLVD STE 200  
GOLDEN VALLEY MN 55426-1460

NANCY BIGOS AS CUSTODIAN FOR BEREK  
BIGOS UNDER THE MINNESOTA UNIFORM  
TRANSFER TO MINORS ACT  
ATTN: TED BIGOS  
8325 WAYZATA BLVD, STE 200  
MINNEAPOLIS MN 55426-1460

NANCY BIGOS AS CUSTODIAN FOR MADISO  
BIGOS UNDER THE MINNESOTA UNIFORM  
TRANSFER TO MINORS ACT  
8325 WAYZATA BLVD STE 200  
MINNEAPOLIS MN 55426-1460

NANCY BIGOS AS CUSTODIAN FOR  
ALEXARAYE BIGOS UNDER THE MINNESOTA  
TRANSFER TO MINORS ACT  
ATTN: TED BIGOS  
6400 BARRIE ROAD, SUITE 1400  
EDINA MN 55435

NANCY BIGOS AS CUSTODIAN FOR  
ALEXARAYE BIGOS UNDER THE MINNESOTA  
TRANSFER TO MINORS ACT  
ATTN: TED BIGOS  
8325 WAYZATA BLVD STE 200  
GOLDEN VALLEY MN 55426-1460

NANCY BIGOS AS CUSTODIAN FOR  
ALEXARAYE BIGOS UNDER THE MINNESOTA  
TRANSFER TO MINORS ACT  
ATTN: TED BIGOS  
8325 WAYZATA BLVD STE 200  
MINNEAPOLIS MN 55426-1460

NANCY L. WILMES  
5544 CAMDEN AVENUE  
NORTH BROOKLYN PARK MN 55430

NANETTE PIKOVSKY  
7719 PONDWOOD DR.  
EDINA MN 55439

NASSER J. KAZEMINY  
8500 NORMANDALE LAKE BLVD STE 600  
MINNEAPOLIS MN 55437-3819

NICHOLAS COHEN  
9803 ENCLAVE DRIVE  
MINNETONKA MN 55305

NICK KAROS  
15 CIRCLE WEST  
EDINA MN 55436

OCEAN VENTURES, LLC  
421 NORTH WABASHA STREET, SUITE 200  
ATTN: TODD GELLER  
ST. PAUL MN 55102

PARASOLE RESTAURANT HOLDINGS  
5032 FRANCE AVENUE SOUTH  
EDINA MN 55410

PARASOLE RESTAURANT HOLDINGS, INC.  
5032 FRANCE AVENUE S.  
ATTN: PETER J. MIHAJLOV  
EDINA MN 55410

PATRICIA HERREN  
RRI BOX 333  
KAMPSVILLE IL 62053

PAUL F. STRAND  
14310 BOWERS DRIVE  
ANOKA MN 55303

PAUL SIEGEL  
14185 47TH AVENUE NORTH  
PLYMOUTH MN 55446

PAUL ZEPF  
10 ALLISON LANE  
THORWOOD NY 10594

PAUL ZEPF  
30 ROCKEFELLER PLAZA, 48TH FLOOR  
NEW YORK NY 10020

PETER GAINSLEY  
3622 ASPEN RIDGE DRIVE  
MINNETONKA MN 55305

PETER J. MIHAJLOV  
30 ECHO BAY DRIVE  
TONKA BAY MN 55331

PETER MIHAJLOV AND MARTHA MIHAJLOV  
TRUSTEES  
ATTN: PETER J. MIHAJLOV  
5032 FRANCE AVENUE S  
EDINA MN 55410

PHIL ROBERTS  
5000 FRANCE AVE S UNIT 46  
EDINA MN 55410-2062

PHIL SNYDER AND SHARON SNYDER AS  
JOINT TENANTS WITH RIGHT OF  
SURVIVORSHIP  
4605 ANNAWAY DR.  
EDINA MN 55436

PHILIP A. ROBERTS  
5000 FRANCE AVENUE SOUTH #46  
EDINA MN 55410

PUBLIC FOOD PARTNERS, LLP  
ATTN: STUART NOLAN  
1050 WEST 80TH STREET  
BLOOMINGTON MN 55420

RALPH P. STILLMAN  
19955 COTTAGEWOOD AVENUE  
DEEPHAVEN MN 55331

RANDAL P. SCHUMACHER  
9516 BENT CREEK LANE  
VIENNA VA 22182

RAYMOND L. LEMMONS  
8695 NORTH 200TH STREET  
FOREST LAKE MN 55025

RICHARD A. BORN  
1495 MEDINA ROAD  
MEDINA MN 55356

RICHARD A. MANDELL  
70 WASHINGTON ST APT 7B  
BROOKLYN NY 11201-1466

RICHARD EDWARDS  
10070 EAGLE'S EYE WAY  
INDIANAPOLIS IN 46234

RICHARD G. PEPIN JR. AND SUZANNE J.  
PEPIN, AS JOINT TENANTS WITH RIGHT OF  
SURVIVORSHIP  
2950 DEAN PARKWAY #2503  
MINNEAPOLIS MN 55416

RICHARD H. PROMAN AS TRUSTEE OF THE  
RICHARD H. PROMAN REVOCABLE TRUST  
U/A DATED JANUARY 23, 1995  
3446 OAKTON DRIVE  
MINNETONKA MN 55305

RICHARD J. ZYWOTKO AND LINDA L.  
ZYWOTKO AS JOINT TENANTS WITH RIGHT  
OF SURVIVORSHIP  
16135 24TH AVENUE NORTH  
PLYMOUTH MN 55447

RICHARD MANDELL  
70 WASHINGTON STREET APT 7B  
BROOKLYN NY 11201-1466

RICHARD P. SANKOVITZ  
101 STATE ST N  
WASECA MN 56093-2928

RICHARD T EDWARDS  
10070 EAGLE EYE WAY  
INDIANAPOLIS IN 46234

RICHARD WOOD AND CARMEN WOOD AS  
JOINT TENANTS WITH RIGHT OF  
SURVIVORSHIP  
2660 LAKewood LN.  
MOUND MN 55364

RICHARD ZYWOTKO  
16135 24TH AVENUE NORTH  
PLYMOUTH MN 55447

ROBERT AND SUSAN DIAMOND FAMILY  
LIMITED PARTNERSHIP  
555 OAK RIDGE PLACE #230  
HOPKINS MN 55305

ROBERT EZRILOV  
11706 FOXHALL ROAD  
MINNETONKA MN 55305

ROBERT J. CERFOLIO, M.D.  
260 CAHABA OAK TRAIL  
INDIAN SPRINGS AL 35124

ROBERT M. ANDERSON AS TRUSTEE OF THE  
ROBERT M. ANDERSON TRUST U/A DATED  
DECEMBER 5, 2005  
314 MARQUETTE AVENUE #1606  
MINNEAPOLIS MN 55403

ROBERT NAEGELE, JR AND ELLIS NAEGELE  
TRUSTEES  
ATTN: JOHN THOMAS  
901 MARQUETTE AVENUE, SUITE 2730  
MINNEAPOLIS MN 55402

ROBINSON'S BAY PARTNERS - OCEANAIRE  
3600 IDS CENTER, 80 SOUTH 8TH STREET  
ATTN: JOHN WHALEY  
MINNEPOLIS MN 55402

RODNEY L. COOPerman  
8930 MINNEHAHA CIRCLE NORTH  
MINNEAPOLIS MN 55426

RONALD A. JERIC  
166 STONEBRIDGE RD.  
LILYDALE MN 55118

RONALD HERREN AND PATRICIA HERREN AS  
JOINT TENANTS WITH RIGHT OF  
SURVIVORSHIP  
RRI BOX 333 KAMPSVILLE IL 62053

ROSEDALE DODGE, INC.  
ATTN: RICH HAGE  
500 FORD ROAD  
MINNEAPOLIS MN 55426

ROSS A. DAHLIN AND SANDRA M. DAHLIN AS  
JOINT TENANTS WITH RIGHT OF  
SURVIVORSHIP  
2540 MANITOU ISLAND  
WHITE BEAR LAKE MN 55110

RUTH BRAND  
2950 DEAN PARKWAY #1405  
MINNEAPOLIS MN 55416

SANFORD C. BERNSTEIN & CO. LLC FBO  
SIDNEY KAPLAN IRA ROLLOVER #03812704  
800 NICOLLET MALL BCMNH04H  
MINNEAPOLIS MN 55402

SCOTT A. MILLER AND LISA K. MILLER AS  
JOINT TENANTS WITH RIGHT OF  
SURVIVORSHIP  
8037 NARCISSUS LANE N.  
MAPLE GROVE MN 55311

SCOTT M. TANKENOFF AS TRUSTEE OF THE  
SCOTT M. TANKENOFF REVOCABLE TRUST  
DATED NOVEMBER 8, 2001, INCLUDING ANY  
AMENDMENTS THERETO  
2424 KENNEDY STREET NE  
MINNEAPOLIS MN 55413

SCOTT WINER  
15605 51ST AVENUE N.  
PLYMOUTH MN 55446

SHAWN PHILLIPS  
14264 GOLF VIEW DR  
EDEN PRAIRIE MN 55346-3000

SHIRLEY ZIPKIN  
2404 MAYFLOWER  
MINNETONKA MN 55305

SLWK VENTURE FUND, LLP  
ATTN: DANIEL J. KLUTH  
1600 TCF TOWER, 131 SOUTH 8TH STREET  
MINNEAPOLIS MN 55402

STANFORD BARATZ AS TRUSTEE OF THE  
STANFORD BARATZ REVOCABLE TRUST U/A  
DATED SEPTEMBER 7, 1994  
326 FERNDALE RD. W  
WAYZATA MN 55391-1511

STEVE ABRAMS  
11860 TAPESTRY LN.  
MINNETONKA MN 55391

STEVE WEITZ  
6523 ZIRCON LANE N  
MAPLE GROVE MN 55311

STEVEN K. STREETER  
20545 LINDEN RD.  
EXCELSIOR MN 55331-9374

STEVEN M. RUBIN AND WENDY H. RUBIN AS  
TRUSTEES OF THE STEVEN M. RUBIN  
REVOCABLE TRUST U/A DATED APRIL 28,  
2000  
647 SOUTH SHORE BLVD WHITE  
BEAR LAKE MN 55110

STEVEN R. PUTZEL  
215 PINE POINT DRIVE  
HIGHLAND PARK IL 60035

SUSAN LEE WOLF  
286 DAYTON AVENUE ST.  
PAUL MN 55102

TED BIGOS  
8325 WAYZATA BLVD STE 200  
MINNEAPOLIS MN 55426-1460

TERENCE A. RYAN  
10 WOLCOTT DRIVE  
MILLSTONE NJ 08510

TERENCE A. RYAN  
10 WOLLCOTT DRIVE  
MILLSTONE TOWNSHIP NJ 08510

TERENCE A. RYAN WBNA CUSTODIAN TRAD  
IRA  
10 WOLCOTT DRIVE  
MILLSTONE TOWNSHIP NJ 08510

THE ROBERT O NAEGELE JR REVOCABLE  
TRUST BRIGGS AND MORGAN PA  
ATTN MICHEAL D GORDON  
80 S 8TH STREET 2200 IDS CENTER  
MINNEAPOLIS MN 55402

THOMAS COHEN  
9803 ENCLAVE DRIVE  
MINNETONKA MN 55305

THOMAS M. SULLIVAN  
4512 HIBISCUS AVENUE  
EDINA MN 55435

THOMAS MCBURNEY  
5630 FRANCE AVENUE SOUTH  
EDINA MN 55402

TIM WHITLOCK  
851 N. GLEBE RD #2019  
ARLINGTON VA 22203

TIMOTHY S. YOSWIG AND MARY ANN  
HERREN AS JOINT TENANTS WITH RIGHT OF  
SURVIVORSHIP  
903 N. STATE  
JERSEYVILLE IL 62052

TIMOTHY WILLIAM WHITLOCK  
851 N GLEBE ROAD  
ARLINGTON VA 22203

TIMOTHY YOSWIG  
MARY ANN HERREN  
903 N STATE ST  
JERSEYVILLE RI 62052

TODD D. RAARUP  
325 N END AVE APT 7J  
NEW YORK NY 10282

TOM O'SHEA  
1910 W. 60TH STREET  
MINNEAPOLIS MN 55414

TOM SABOW AND KIMBERLY SABOW AS  
JOINT TENANTS WITH RIGHT OF  
SURVIVORSHIP  
6617 SOUTHWEST DRIVE  
EDINA MN 55435

TRUMPET INVESTORS, L.P.  
C/O CLARION CAPITAL PARTNERS,  
MR. ERIC KOGAN  
110 EAST 59TH STREET, SUITE 2100  
NEW YORK NY 10022

TRUMPET SBIC PARTNERS, L.P.  
C/O CLARION CAPITAL PARTNERS,  
MR. ERIC KOGAN  
110 EAST 59TH STREET, SUITE 2100  
NEW YORK NY 10022

USB PIPER JAFFRAY  
AS CUST FBO DARREN ACHESON IRA  
3700 WELLS FARGO CENTER  
90 SOUTH SEVENTH STREET  
MINNEAPOLIS MN 55402

V.K.O. ENTERPRISES  
225 SOUTH SIXTH STREET  
ATTN: VANCE OPPERMAN  
MINNEAPOLIS MN 55402

VERNON J. LOVEGREEN  
10333 WILDWOOD CIRCLE  
BLOOMINGTON MN 55437

WADE W WIESTLING  
424 TURNPIKE ROAD  
GOLDEN VALLEY MN 55416

WAYNE SIVERTSON  
2422 UNITY AVENUE NORTH  
GOLDEN VALLEY MN 55422

WF OPPORTUNITY FUND, LLC  
7600 WEST 27TH ST, SUITE 227  
ATTN: CHARLES WALENSKY  
MINNEAPOLIS MN 55426

WILLIAM F. ALTHOFF  
29977 97TH AVENUE WAY  
CANNON FALLS MN 55009

WILLIAM G. BOOSALIS  
5712 DEWEY HILL ROAD  
EDINA MN 55439

WILLIAM J. EDLEFSEN  
8834 7TH AVENUE NORTH  
MINNEAPOLIS MN 55427

WILLIAM MCKOSKEY AND MARY MCKOSKEY  
AS JOINT TENANTS WITH RIGHT OF  
SURVIVORSHIP  
11730 48TH PLACE N  
PLYMOUTH MN 55442-2270

ZVI LEIBOVICH  
3550 FARWAY LANE  
MINNETONKA MN 55305

DEBORAH M. PERRY  
MUNSCHE HARDT KOPF & HARR, P.C.  
500 N. AKARD STREET, SUITE 3800  
DALLAS TX 75201-6659

JEFFREY E. SPIERS  
ANDREWS KURTH LLP  
600 TRAVIS, SUITE 4200  
HOUSTON TX 77002